

Notice of meeting
and resolutions
to be proposed

Notice is hereby given that the ninety-eighth Annual General Meeting of BP p.l.c. ('BP' or the 'company') will be held at ExCel, London, One Western Gateway, Royal Victoria Dock, London E16 1XL, United Kingdom, on Thursday 12 April 2007, commencing at 11.30 a.m., for the transaction of the following business.

Resolution 1 – Report and accounts

To receive the report of the directors and the accounts for the year ended 31 December 2006.

See note on page 11.

Resolution 2 – Directors' remuneration report

To approve the directors' remuneration report for the year ended 31 December 2006.

See note on page 11.

Resolution 3

To re-elect Dr D C Allen as a director.

See biography on page 12.

Resolution 4

To re-elect The Lord Browne of Madingley as a director.

See biography on page 12.

Resolution 5

To re-elect Mr A Burgmans as a director.

See biography on page 13.

Resolution 6

To elect Sir William Castell as a director.

See biography on page 13.

Resolution 7

To re-elect Mr I C Conn as a director.

See biography on page 14.

Resolution 8

To re-elect Mr E B Davis, Jr as a director.

See biography on page 14.

Resolution 9

To re-elect Mr D J Flint as a director.

See biography on page 15.

Resolution 10

To re-elect Dr B E Grote as a director.

See biography on page 15.

Resolution 11

To re-elect Dr A B Hayward as a director.

See biography on page 16.

Resolution 12

To elect Mr A G Inglis as a director.

See biography on page 16.

Resolution 13

To re-elect Dr D S Julius as a director.

See biography on page 17.

Resolution 14

To re-elect Sir Tom McKillop as a director.

See biography on page 17.

Resolution 15

To re-elect Mr J A Manzoni as a director.

See biography on page 18.

Resolution 16

To re-elect Dr W E Massey as a director.

See biography on page 18.

Resolution 17

To re-elect Sir Ian Prosser as a director.

See biography on page 19.

Resolution 18

To re-elect Mr P D Sutherland as a director.

See biography on page 19.

Resolution 19 – Reappointment of auditors

To reappoint Ernst & Young LLP as auditors until the conclusion of the next general meeting before which accounts are laid and to authorize the directors to set the auditors' remuneration for 2007.

See note on page 20.

Resolution 20 – Political donations and political expenditure

To authorize, during a four-year period ending on 11 April 2011 or the date of the annual general meeting in 2011, whichever is the earlier, but subject always to the financial limits set out below:

- (a) the company and its wholly owned subsidiary, BP International Limited, for the purposes of Part XA of the Companies Act 1985 (as and when Part XA affects those companies), to make donations to European Union (EU) political organisations, and to incur EU political expenditure, and
- (b) each of the company and BP International Limited for the purposes of Part 14 of the Companies Act 2006 (as and when Part 14 affects those companies) to make donations or incur expenditure under one or more or all of the following heads, namely (i) donations to political parties or independent election candidates, (ii) donations to political organisations other than political parties and (iii) political expenditure.

The authority under paragraph (a) above shall only permit donations or expenditure in an aggregate amount not exceeding £100,000 per annum. The authority under paragraph (b) above shall only permit donations or expenditure by the company to a maximum amount of £400,000 under each of its heads, and shall only permit donations or expenditure by BP International Limited to a maximum amount of £400,000 under each of its heads, and in addition the aggregate amount of donations or expenditure by both the company and BP International Limited under that authority shall not exceed £100,000 per annum in total.

See note on page 20.

Resolution 21 – Use of electronic communications

To authorize the company generally and unconditionally to use electronic communications with its shareholders and in particular to authorize the company to send or supply documents or information to its shareholders by making them available on a website.

See note on pages 20-21.

Resolution 22 – Share buyback

To authorize the company generally and unconditionally to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of ordinary shares with nominal value of \$0.25 each in the company, provided that:

- (a) the company does not purchase under this authority more than 1.95 billion ordinary shares;
- (b) the company does not pay less than \$0.25 for each share; and

- (c) the company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the company agrees to buy the shares concerned, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange.

In executing this authority, the company may purchase shares using any currency, including pounds sterling, US dollars and euros.

This authority shall continue for the period ending on the date of the annual general meeting in 2008 or 11 July 2008, whichever is the earlier, provided that, if the company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the company may complete such purchases.

See note on page 21.

Resolution 23 – Directors' authority to allot shares (Section 80)

To renew, for the period ending on the date of the annual general meeting in 2008 or 11 July 2008, whichever is the earlier, the authority and power conferred on the directors by Article 13 of the company's Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 80 Amount of \$1,626 million.

See note on page 21.

Resolution 24 – Directors' authority to allot shares (Section 89)

To renew, for the period ending on the date of the annual general meeting in 2008 or 11 July 2008, whichever is the earlier, the authority and power conferred on the directors by Article 13 of the company's Articles of Association to allot equity securities wholly for cash (a) in connection with a rights issue; (b) otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 89 Amount of \$244 million.

See note on page 21.

Note

Resolutions 1 to 21 inclusive and Resolution 23 will be proposed as ordinary resolutions. Resolutions 22 and 24 will be proposed as special resolutions. Resolutions 20 to 24 inclusive are items of special business.

By order of the board

David J. Jackson
Company Secretary
23 February 2007

Notes for ordinary and preference shareholders, ADS holders and employee share plan participants can be found on pages 22-25.